

From: joseph.mullen@wellsfargo.com
Sent: Thursday, August 17, 2006 3:44 PM
To: Paul Perialas
Subject: term sheet
Attachments: letter - term sheet2.doc

Attached is revised term sheet. As I believed, there is no provision to reduce D&D's interest rate in the contract. It is P + 0.50%. If you read Section 2.10, you see that the rate reduction excludes D&D advances. The incentive pricing was on Argo only.

The proposed term sheet will reduce D&D's rate to match Argo's immediately at P + 0.25%. Incentive pricing will include D&D but reduce to P - 0.25% instead of P - 0.50% if targets are met. If you would prefer we can leave D&D at Prime + 0.50% and leave the incentive pricing on Argo only.

You will be getting a call from Joe Fanucci who will discuss the \$347,200 from the Calicchio's. He has a few different ideas to discuss in order to get the Calicchio's the best returns possible.

<<letter - term sheet2.doc>>

Regards,

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EXHIBIT
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